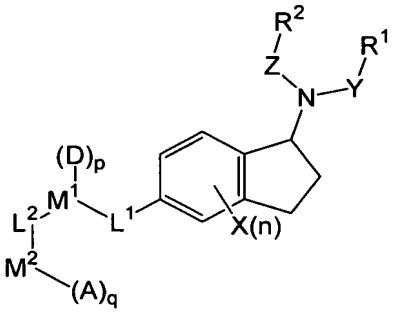
Amendments to the Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application (note that amendments are **highlighted in bold**):

We claim:

1. (currently amended) A compound represented by the structural Formula (I):



(I)

or a pharmaceutically acceptable salt or solvate thereof, wherein:

R^1 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, $-CF_3$, substituted or unsubstituted alkoxy, $-N(R^3)_2$, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein the term "substituted" means being substituted with $(X)_t$ substituent(s);

R^2 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, $-CF_3$, substituted or unsubstituted alkoxy, $-N(R^3)_2$, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein the term "substituted" means being substituted with $(X)_t$ substituent(s); or

~~**R^1 and R^2, taken together with Z, N and Y form a 4-8 membered substituted or unsubstituted heterocycloalkyl moiety, wherein the term "substituted" means being substituted with $(X)_t$ substituent(s);**~~

each R^3, which can be the same or different , is independently selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted arylalkyl, substituted or unsubstituted heteroaryl, and substituted or unsubstituted heteroarylalkyl, wherein the term "substituted" means being substituted with $(X)_t$ substituent(s);

each X, when present, is independently selected from the group consisting of alkyl, alkenyl, alkynyl, cycloalkyl, heterocycloalkyl, aryl, heteroaryl, aminoalkyl- , $-NR^4R^5$, halo, $-CF_3$, $-OCF_2H$, $-OCF_3$, $-OR^6$, $-C(O)R^6$, $-C(O)OR^6$, $-NR^6C(O)R^7$, $-NR^6C(O)OR^7$, $-C(O)NR^4R^5$, $-NO_2$, -CN, $-S(O)_2R^6$, $-S(O)_2NR^4R^5$ and $-NR^4S(O)_2R^5$;

R^4 and R^5, which can be the same or different, are each independently selected from the group consisting of H or alkyl, or

R^4 and R^5, taken together with N to which they are each attached, form a 4- to 8- membered heterocycloalkyl moiety optionally having an additional heteroatom selected from the group consisting of N, O and S, wherein the additional N heteroatom, when present, or any ring carbon atom of the heterocycloalkyl moiety can be substituted with H or alkyl;

R^6 and R^7, which can be the same or different, are each independently selected from the group consisting of H or alkyl;

L^1 is selected from the group consisting of $-C(R^2)_2-$, -OC(O)-, -C(O)-, -C(O)O-, $-(CH(OR^2))-$, $-S(O)_2-$, -S(O)-, -S-, -O-, $-N(R^2)-$, -C(O)NH-, -NHC(O)-, $-CF_2-$ and $-C(=N-OR^2)-$;

L^2 is selected from the group consisting of a covalent bond, $-C(R^2)_2-$, $-C(=N-OR^2)-$, $-S(O)_2-$, -S(O)-, -S-, -C(O)-, -O-, $-N(R^2)$, -C(O)NH-, -NHC(O)-, -OC(O)-, -C(O)O-,$-(CH(OR^2))-$ and $-CF_2-$;

M^1 is an aryl, heteroaryl, cycloalkyl or heterocycloalkyl moiety wherein said aryl, heteroaryl, cycloalkyl or heterocycloalkyl moiety is substituted with D when p is ≥ 1;

M^2 is an alkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety wherein said alkyl, cycloalkyl, heterocycloalkyl, aryl or heteroaryl moiety is substituted with A when q is ≥ 1;

m is 1-3;

n is 0-3 wherein when n > 1, each X can be the same or different and is independently selected;

p is 0-4;

q is 0-5;

t is 0-6 wherein when t > 1, each X can be the same or different and is independently selected;

v is 1-3;

A is an optional substituent on M^2, each A being independently selected from the group consisting of -Br, -Cl, -F, $-CF_3$, -OH, $-OCF_2H$, $-OCF_3$, alkoxy, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, -O-substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -CN, $-NO_2$, $-C(O)OR^4$, $-C(O)NR^4R^5$, $-NR^4C(O)R^5$, $-NR^4R^5$, and $-S(O)_2R^2$, wherein the term "substituted" means being substituted with $(X)_t$ and wherein when q > 1, each A can be the same or different;

D is an optional substituent on M^1, each D being independently selected from the group consisting of -Br, -Cl, -F, $-CF_3$, -OH, $-OCF_2H$, $-OCF_3$, alkoxy, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, -O-substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl, -CN, $-NO_2$, $-C(O)OR^4$, $-C(O)NR^4R^5$, $-NR^4C(O)R^5$, $-NR^4R^5$, and $-S(O)_2R^2$, wherein the term "substituted" means being substituted with $(X)_n$ and wherein when p > 1, each D can be the same or different;

Y is selected from the group consisting of a covalent bond, $—(CR^6R^7)_m-$, $-S(O)_2-$, and -C(O)-; and

Z is selected from the group consisting of a covalent bond, $—(CR^6R^7)_v-$, $-S(O)_{0-2}-$, and -C(O)-,

with the following provisos:

when L^2 is a covalent bond, M^2 is directly linked to M^1;

when Y is a covalent bond, R^1 is directly linked to the nitrogen atom of $-N-Z-R^2$; and

when Z is a covalent bond, R^2 is directly linked to the nitrogen atom of $-N-Y-R^1$.

2. (original) A compound according to claim 1, wherein R^1 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, -$N(R^3)_2$, substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl and substituted or unsubstituted heterocycloalkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2.

3. (original) A compound according to claim 2, wherein R^1 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, and substituted or unsubstituted heterocycloalkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2.

4. (original) A compound according to claim 1, wherein R^2 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, -$N(R^3)_2$, substituted or unsubstituted cycloalkyl, substituted or unsubstituted heterocycloalkyl, substituted or unsubstituted aryl, and substituted or unsubstituted heteroaryl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2.

5. (original) A compound according to claim 4, wherein R^2 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, and substituted or unsubstituted heterocycloalkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2.

6. (original) A compound according to claim 1, wherein R^3 is selected from the group consisting of hydrogen and substituted or unsubstituted alkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2.

7. (original) A compound according to claim 6, wherein R^3 is hydrogen.

8. (original) A compound according to claim 1, wherein X is selected from the group consisting of alkyl, halogen, $-CF_3$, $-OCF_3$, OH and alkoxy, wherein each X can be the same or different and is independently selected when there is more than one X present.

9. (original) A compound according to claim 1, wherein L^1 is selected from the group consisting of $-C(R^2)_2-$, -C(O)-, $-S(O)_2-$, -O-, $-NR^2-$, -C(O)NH-, -NHC(O)-, $-CF_2-$ and $-C(=N-OR^2)-$.

10. (original) A compound according to claim 9, wherein L^1 is selected from the group consisting of $-C(R^2)_2-$, -C(O)-, and $-S(O)_2-$.

11. (original) A compound according to claim 1, wherein L^2 is selected from the group consisting of a covalent bond, $-C(R^2)_2-$, $-C(=N-OR^2)-$, $S(O)_2-$, -C(O)-, -O-, $-N(R^2)-$, -C(O)NH- and -NHC(O)-.

12. (original) A compound according to claim 11, wherein L^2 is selected from the group consisting of a covalent bond, $-C(R^2)_2-$, $-S(O)_2-$, and -C(O)-.

13. (original) A compound according to claim 1, wherein M^1 is a moiety selected from the group consisting of aryl and heteroaryl, wherein said aryl or heteroaryl can be optionally substituted with D.

14. (original) A compound according to claim 13, wherein M^1 is a moiety selected from the group consisting of phenyl, indolyl, benzofuranyl, dihydrobenzofuranyl, furanyl, thienyl, and pyridinyl.

15. (original) A compound according to claim 1, wherein M^2 is a moiety selected from the group consisting of aryl and heteroaryl, wherein said aryl or heteroaryl can be optionally substituted with A.

16. (original) A compound according to claim 15, wherein M^2 is a moiety selected from the group consisting of phenyl, furanyl, thienyl, quinolinyl, and pyridinyl.

17. (original) A compound according to claim 1, wherein n is 0-2.

18. (original) A compound according to claim 1 wherein p is 0-2.

19. (original) A compound according to claim 1, wherein q is 0-2.

20. (original) A compound according to claim 1, wherein t is 0-2.

21. (original) A compound according to claim 1, wherein A, which can be the same or different when q >1, is independently selected from the group consisting of $-NR^4R^5$, -Cl, -F, $-CF_3$, $-OCF_3$, alkoxy, substituted or unsubstituted alkyl, substituted or unsubstituted heteroaryl, and $-S(O)_2R^2$, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2.

22. (original) A compound according to claim 21, wherein A, which can be the same or different when q > 1, is independently selected from the group consisting of NR^4R^5, -Cl, -F, $-CF_3$, $-OCF_3$, and substituted or unsubstituted alkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2.

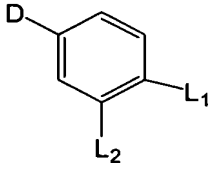
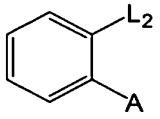
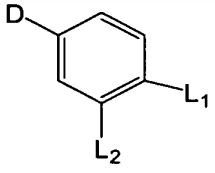
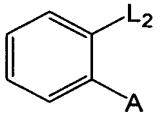
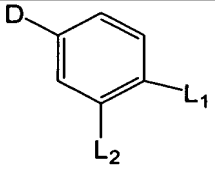
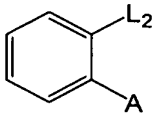
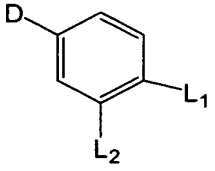
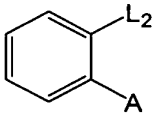
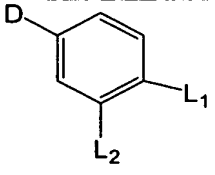
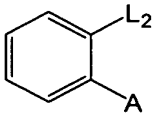
23. (original) A compound according to claim 1, wherein D, which can be the same or different when p > 1, is independently selected from the group consisting of -Br, -Cl, -F, $-CF_3$, -OH, $-OCF_2H$, $-OCF_3$, alkoxy, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, -O-cycloalkyl, substituted or unsubstituted heteroalkyl, substituted or unsubstituted heteroaryl, and $-S(O)_2R^2$, wherein the term "substituted" means being substituted with $(X)_n$, and n is 0-2.

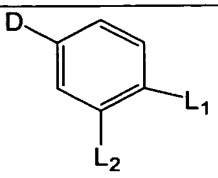
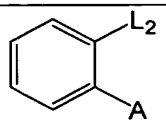
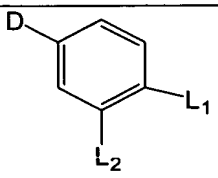
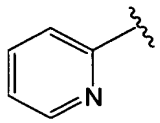
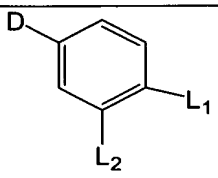
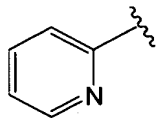
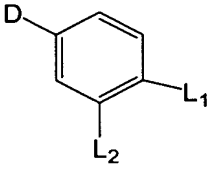
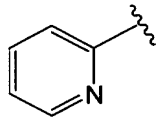
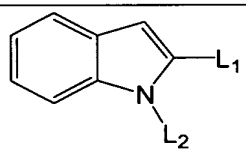
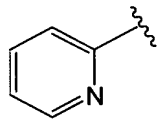
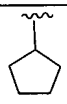
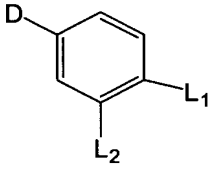
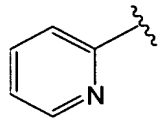
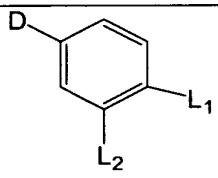
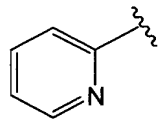
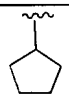
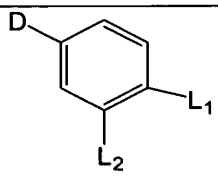
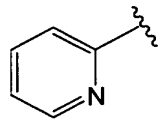
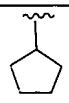
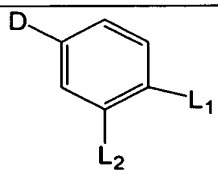
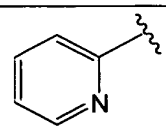
24. (original) A compound according to claim 23, wherein D, which can be the same or different when p > 1, is independently selected from the group consisting of -Cl, -F, $-CF_3$, $-OCF_2H$, $-OCF_3$, substituted or unsubstituted alkyl, cycloalkyl, and heteroaryl, wherein the term "substituted" means being substituted with $(X)_n$, and n is 0-2.

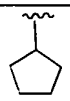
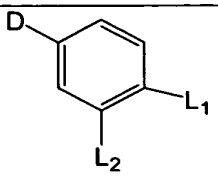
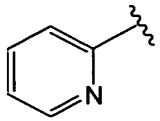
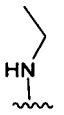
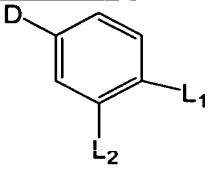
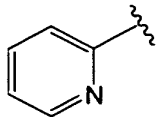
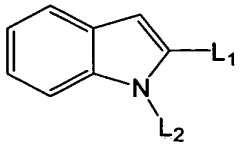
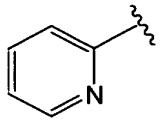
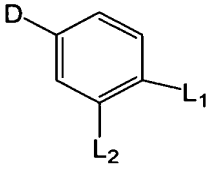
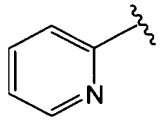
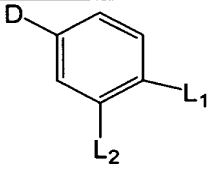
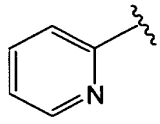
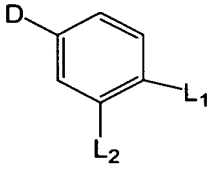
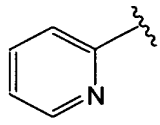
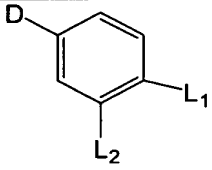
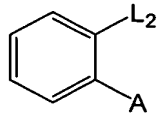
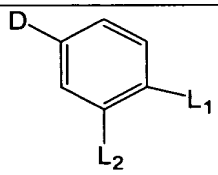
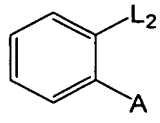
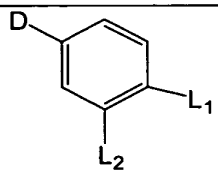
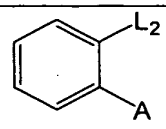
25. (original) A compound according to claim 24, wherein Y represents $-S(O)_2-$ or -C(O)-.

26. (original) A compound according to claim 25, wherein Z represents a covalent bond or $-S(O)_2-$.

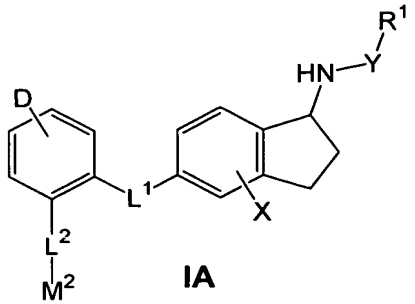
27. (currently amended) A compound according to claim 1, wherein Z is a covalent bond, R^2 is H, n is 0, and R^1, L^1, L^2, M^1, M^2, q, p, A, D and Y are as defined in the following table:

#	R^1	q, A	M^1 (with linking points to L^1, L^2 and D)	M^2 (with linking points to L^2 and A)	L^1	L^2	Y	p, D
1	$-CF_3$	1, -F			-C(O)-	$-S(O)_2-$	$-S(O)_2-$	1, $-OCF_3$
2	$-CH_3$	1, -F			-C(O)-	$-S(O)_2-$	$-S(O)_2-$	1, $-OCF_3$
3	$-CF_3$	1, -F			$-CH_2-$	$-S(O)_2-$	$-S(O)_2-$	1, $-OCF_3$
4	$-CF_3$	1, -F			$-CH_2-$	$-S(O)_2-$	$-S(O)_2-$	1, $-OCF_3$
5	$-CF_3$	1, -F			$-S(O)_2-$	$-S(O)_2-$	$-S(O)_2-$	1, 

6	$-CF_3$	1, -F			$-S(O)_2-$	$-S(O)_2-$	$-S(O)_2-$	1, -Cl
7	$-CF_3$	0			$-S(O)_2-$	$-S(O)_2-$	$-S(O)_2-$	1, -Cl
8	$-CH_3$	0			$-S(O)_2-$	$-S(O)_2-$	$-S(O)_2-$	1, -Cl
9	$-CH_3$	0			$-S(O)_2-$	$-S(O)_2-$	$-S(O)_2-$	1, 
10	$-CH_3$	0			$-S(O)_2-$	$-S(O)_2-$	$-S(O)_2-$	0
11		0			$-S(O)_2-$	$-S(O)_2-$	Covalent bond	1, 
12	$-CF_3$	0			$-S(O)_2-$	$-S(O)_2-$	$-S(O)_2-$	1, 
13		0			$-S(O)_2-$	$-S(O)_2-$	-C(O)-	1, 
14		0			$-S(O)_2-$	$-S(O)_2-$	Covalent bond	1, Cl

15		0			-S(O)$_2$-	-S(O)$_2$-	-C(O)-	1, Cl
16		0			-S(O)$_2$-	-S(O)$_2$-	-C(O)-	1, Cl
17	-CF_3	0			-S(O)$_2$-	-S(O)$_2$-	-S(O)$_2$-	0
18	-CF_3	0			-S(O)$_2$-	-S(O)$_2$-	-C(O)-	
19	-CF_3	0			-S(O)$_2$-	-S(O)$_2$-	-C(O)-	1, 
20	-CF_3	0			-S(O)$_2$-	-S(O)$_2$-	-C(O)-	1, 
21	-CF_3	1, F				-S-	-C(O)-	1, -OCF_3
22	-CF_3	1, F			-CH_2-	-S-	-C(O)-	1, -OCF_3
23	-CF_3	1, F			-CH_2-	-S(O)$_2$-	-C(O)-	1, -OCF_3

28. (original) The compound according to claim 1 represented by structural formula **IA**:



IA

or a pharmaceutically acceptable salt or solvate thereof, wherein:

R^1 is selected from the group consisting of $-CF_3$, $-CH_3$, cyclopentyl, and $-NC_2H_5$;

X is selected from the group consisting of alkyl, halogen, $-CF_3$, -OH, $-OCF_3$, and alkoxy;

Y is selected from the group consisting of $-S(O)_2-$, -C(O)-, and a covalent bond;

L_1 is selected from the group consisting of $-S(O)_2-$, $-CH_2-$ and -C(O)-;

L_2 is selected from the group consisting of $-S(O)_2-$, and $-CH_2-$;

D is selected from the group consisting of $-OCF_3$, -Cl, cyclopropyl, and isopropyl; and

M^2 is selected from the group consisting of pyridyl and 2-fluorophenyl.

29. (original) The compound according to claim 28, wherein:

R^1 is selected from the group consisting of $-CF_3$ and $-CH_3$;

Y is $-S(O)_2-$;

X is selected from the group consisting of alkyl, halogen, $-CF_3$, -OH, $-OCF_3$, and alkoxy;

L_1 is selected from the group consisting of $-S(O)_2-$ and $-CH_2-$;

L_2 is $-S(O)_2-$;

D is selected from the group consisting of $-OCF_3$, -Cl, and cyclopropyl; and

M^2 is selected from the group consisting of pyridyl and 2-fluorophenyl.

30. (original)The compound according to claim 29, wherein,

R^1 is $-CF_3$;

X is selected from the group consisting of alkyl, halogen, $-CF_3$, -OH, $-OCF_3$, and alkoxy;

Y is $-S(O)_2-$;

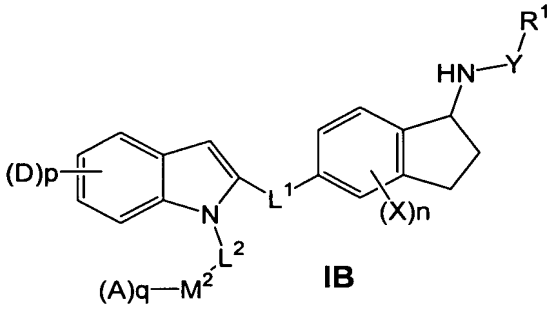
L_1 is $-S(O)_2-$;

L_2 is $-S(O)_2-$;

D is selected from the group consisting of $-OCF_3$, -Cl, and cyclopropyl; and

M^2 is selected from the group consisting of pyridyl and 2-fluorophenyl.

31. (original) The compound according to claim 1 represented by structural formula **IB**:



IB

or a pharmaceutically acceptable salt or solvate thereof, wherein:

R^1 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, $-N(R^3)_2$, substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl and substituted or unsubstituted heterocycloalkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2;

R^3 is selected from the group consisting of hydrogen and substituted or unsubstituted alkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2;

X is selected from the group consisting of alkyl, halogen, $-CF_3$, -OH, $-OCF_3$, and alkoxy, wherein each X can be the same or different and is independently selected when there are more than one X present;

Y represents $-S(O)_2-$ or -C(O)-;

L^1 is selected from the group consisting of $-C(R^2)_2-$, -C(O)-, $-S(O)_2-$,

-O-, -N(R^2)-, -C(O)NH-, -NHC(O)-, -CF_2- and -C(=N-OR^2)-;

L^2 is selected from the group consisting of a covalent bond, -C(R^2)$_2$-, -C(=N-OR^2)-, -S(O)$_2$-, -C(O)-, -O-, -N(R^2)-, -C(O)NH- and -NHC(O)-;

M^2 is an aryl or heteroaryl moiety wherein said aryl or heteroaryl moiety can be optionally substituted with A;

n is 0-2;

p is 0-2; and

q is 0-2.

32. (original) The compound according to claim 31, or a pharmaceutically acceptable salt or solvate thereof, wherein:

R^1 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, and substituted or unsubstituted heterocycloalkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2;

R^3 is hydrogen;

L^1 is selected from the group consisting of -C(R^2)$_2$-, -C(O)-, and -S(O)$_2$-;

L^2 is selected from the group consisting of a covalent bond, -C(R^2)$_2$-, -S(O)$_2$-, and -C(O)-;

X is selected from the group consisting of halogen, -CF_3, -OH, and -OCF_3, wherein each X can be the same or different and is independently selected when there are more than one X present;

Y represents -S(O)$_2$- or -C(O)-;

M^2, which can be optionally substituted with A, is a moiety selected from the group consisting of phenyl, furanyl, thienyl, quinolinyl and pyridinyl;

n is 0-2;

p is 0-2; and

q is 0-2.

33. (original) The compound according to claim 32, wherein,

R^1 is -CF_3;

X is selected from the group consisting of halo, $-CF_3$, -OH, and $-OCF_3$, wherein each X can be the same or different and is independently selected when there is more than one X present;

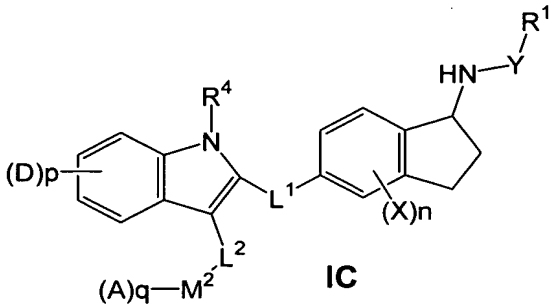
Y is $-S(O_2)-$;

L_1 is $-S(O)_2-$;

L_2 is $-S(O)_2-$; and

M^2 is selected from the group consisting of pyridyl and 2-fluorophenyl.

34. (original) The compound according to claim 1 represented by structural formula **IC**:



IC

or a pharmaceutically acceptable salt or solvate thereof, wherein:

R^1 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, $-N(R^3)_2$, substituted or unsubstituted cycloalkyl, substituted or unsubstituted aryl, substituted or unsubstituted heteroaryl and substituted or unsubstituted heterocycloalkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2;

R^3 is selected from the group consisting of hydrogen and substituted or unsubstituted alkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2;

R^4 is hydrogen or alkyl;

X is selected from the group consisting of alkyl, halogen, $-CF_3$, -OH, $-OCF_3$, and alkoxy, wherein each X can be the same or different and is independently selected when there are more than one X present;

Y represents $-S(O)_2-$ or -C(O)-;

L^1 is selected from the group consisting of $-C(R^2)_2-$, -C(O)-, $-S(O)_2-$, -O-, $-NR^2-$, -C(O)NH-, -NHC(O)-, $-CF_2-$ and $-C(=N-OR^2)-$;

L^2 is selected from the group consisting of a covalent bond,

$-C(R^2)_2-$, $-C(=N-OR^2)-$, $-S(O)_2-$, -C(O)-, -O-, $-N(R^2)-$, -C(O)NH- and -NHC(O)-;

M^2 is an aryl or heteroaryl moiety wherein said aryl or heteroaryl moiety can be optionally substituted with A;

n is 0-2;

p is 0-2; and

q is 0-2.

35. (original) The compound according to claim 34, or a pharmaceutically acceptable salt or solvate thereof, wherein:

R^1 is selected from the group consisting of hydrogen, substituted or unsubstituted alkyl, substituted or unsubstituted cycloalkyl, and substituted or unsubstituted heterocycloalkyl, wherein the term "substituted" means being substituted with $(X)_t$, and t is 0-2;

R^3 is hydrogen;

R^4 is hydrogen or alkyl;

L^1 is selected from the group consisting of $-C(R^2)_2-$, -C(O)-, and $-S(O)_2-$;

L^2 is selected from the group consisting of a covalent bond, $-C(R^2)_2-$, $-S(O)_2-$, and -C(O)-;

X is selected from the group consisting of halogen, $-CF_3$, -OH, and $-OCF_3$, wherein each X can be the same or different and is independently selected when there are more than one X present;

Y represents $-S(O)_2-$ or -C(O)-;

M^2, which can be optionally substituted with A, is a moiety selected from the group consisting of phenyl, furanyl, thienyl, quinolinyl and pyridinyl;

n is 0-2;

p is 0-2; and

q is 0-2.

36. (original) The compound according to claim 35 wherein,

R^1 is $-CF_3$;

X is selected from the group consisting of halo, $-CF_3$, -OH, and $-OCF_3$, wherein each X can be the same or different and is independently selected when there is more than one X present;

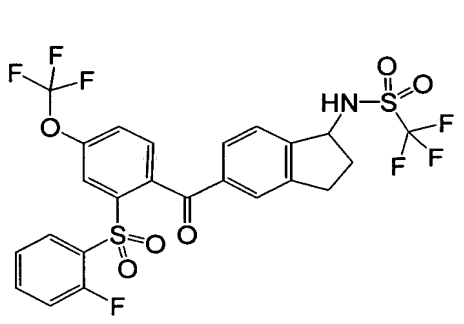
Y is $-S(O)_2-$;

L_1 is $-S(O)_2-$;

L_2 is $-S(O)_2-$; and

M^2 is selected from the group consisting of pyridyl and 2-fluorophenyl.

37. (original) The compound according to claim 1, wherein said compound is selected from the group consisting of:



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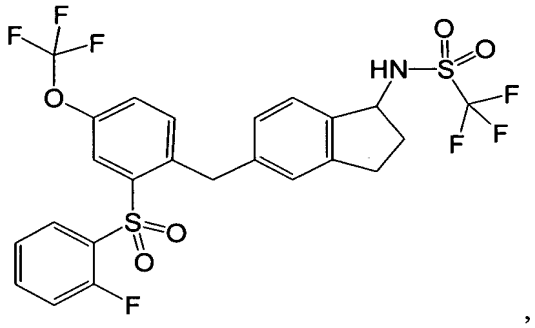

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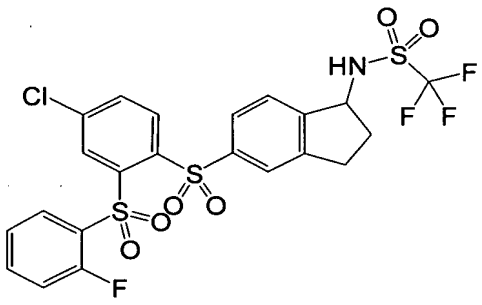

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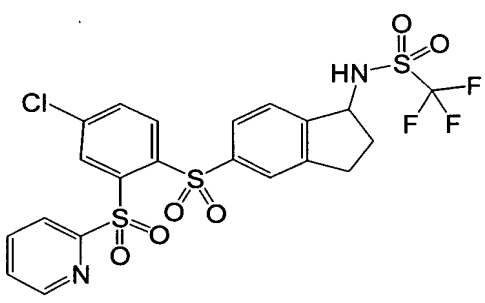

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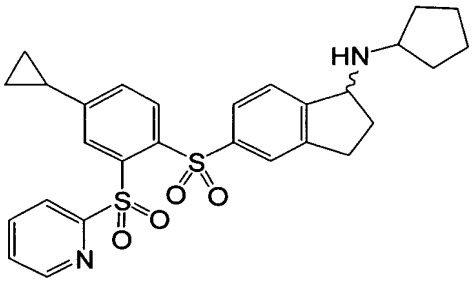

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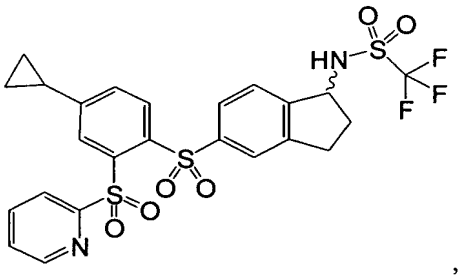

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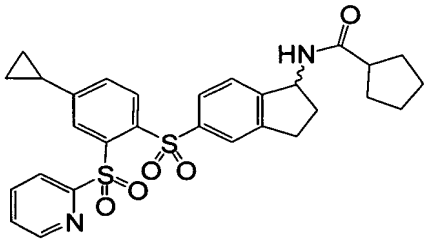
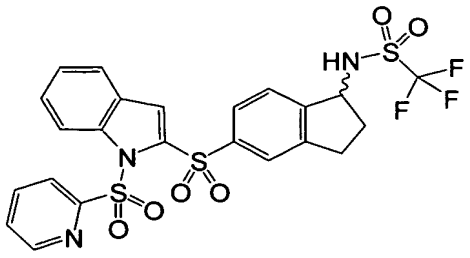


and



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38. (original) A pharmaceutical composition comprising one or more compounds according to claim 1.

39. (original) The pharmaceutical composition according to claim 38, further comprising one or more pharmaceutically acceptable carriers.

40. (original) A method of preparing the pharmaceutical composition of claim 38, said method comprising contacting one or more compounds of formula I with one or more pharmaceutically acceptable carriers.

41. (original) A method of modulating cannabinoid CB_2 receptors in a patient comprising administering to a patient having a CB_2 receptor a CB_2 receptor-modulating amount of one or more compounds according to claim 1.

42. (currently amended) A method of treating ~~cancer~~, inflammatory diseases~~,~~ **or** immunomodulatory diseases, ~~or respiratory diseases~~ comprising administering to a patient in need of such treatment one or more compounds according to claim 1.

43. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ **or** immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 42, wherein the amount of compound 1 that is administered is a therapeutically effective amount.

44. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ **or** immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 42, wherein said cancer, inflammatory diseases, immunomodulatory diseases or respiratory diseases are one or more diseases selected from the group consisting of ~~cutaneous T cell lymphoma,~~ rheumatoid arthritis, systemic lupus erythematosus, multiple sclerosis,

~~glaucoma, diabetes, osteoporosis, renal ischemia, myocardial infarction, cerebral stroke, cerebral ischemia, nephritis~~, hepatitis, ~~glomerulonephritis, cryptogenic fibrosing aveolitis~~, psoriasis, atopic dermatitis, vasculitis, neuropathic pain, ~~allergy, seasonal allergic rhinitis~~, Crohn's disease, inflammatory bowel disease, ~~reversible airway obstruction~~, ~~adult respiratory distress syndrome~~, asthma, chronic obstructive pulmonary disease (COPD) and bronchitis.

45. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 44, further comprising co-administering or combining the compound of claim 1 with one or more second agents which can be the same or different from each other, and are independently selected from the group consisting of D*MARDS, NSAIDS, COX-2* inhibitors, *COX-1* inhibitors, immunosuppressives, BRMs; and other anti-inflammatory agents.

46. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said DMARDS can be the same or different and are independently selected from the group consisting of methotrexate, azathioptrine leflunomide, pencillinamine, gold salts, mycophenolate mofetil, and cyclophosphamide.

47. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said NSAIDS can be the same or different and are independently selected from the group consisting of piroxicam, naproxen, indomethacin and ibuprofen.

48. (currently amended) The method of ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said COX-1 inhibitor is Piroxicam.

49. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said COX-2 selective inhibitor is refecoxib or celecoxib.

50. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said immunosuppressives can be the same or different and are independently selected from the group consisting of steroids, cyclosporine, Tacrolimus and rapamycin.

51. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said BRMs can be the same or different and are independently selected from the group consisting of etanercept, infliximab, IL-1 antagonists, anti-CD40, anti-CD28, IL-10, and anti-adhesion molecules.

52. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said anti-inflammatory agents can be the same or different and are independently selected from the group consisting of p38 kinase inhibitors, PDE4 inhibitors, TACE inhibitors, chemokine receptor antagonists, and Thalidomide.

53. (currently amended) The method of ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, further comprising co-administering or combining the compound of claim 1 with a second agent selected from the group consisting of Anaprox, Arava, Arthrotec, Azulfidine, Aspirin, Cataflam, Celestone Soluspan, Clinoril, Cortone Acetate, Cuprimine, Daypro, Decadron, Depen, Depo-Medrol, Disalcid, Dolobid, Naprosyn, Gengraf, Hydrocortone, Imuran, Indocin, Lodine, Motrin, Myochrysine, Nalfon, Naprelan, Neoral, Orudis,

Oruvail, Pediapred, Plaquenil, Prelone, Relafen, Solu-Medrol, Tolectin, Trilisate and Volataren.

54. (currently amended) The method of treating ~~cancer~~, inflammatory diseases~~,~~ or immunomodulatory diseases, ~~or respiratory diseases~~ according to claim 45, wherein said administration is oral or subcutaneous.

Claim 55. (canceled)

Claim 56. (canceled)